

**IN THE UNITED STATES DISTRICT COURT
FOR THE SOUTHERN DISTRICT OF NEW YORK**

Arquest, Inc.,

Plaintiff

v.

Kimberly-Clark Worldwide, Inc.,

Defendant

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) Case No. 07 CV 11202 (CM)
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DECLARATION OF CHARLES MISUN

I, Charles Misun, declare as follows:

1. I know of the following of my personal knowledge and if called and sworn as a witness, I could and would testify competently thereto.

2. I am employed by Kimberly-Clark Global Sales, LLC (formerly, Kimberly-Clark Global Sales, Inc.) ("KCGS") as a Tax Manager II. I am based in Neenah, Wisconsin. I have been employed by KCGS or Kimberly-Clark Corporation ("KCC") since May 1, 1978.

3. My responsibilities include overseeing and assisting with transfer pricing between Kimberly-Clark domestic entities. As a result of my responsibilities at KCGS, I have knowledge regarding the structure and locations of Kimberly-Clark domestic entities, and the functions carried out by each entity. In particular, I am familiar with the Kimberly-Clark entity named as defendant in this lawsuit, Kimberly-Clark Worldwide, Inc. ("KCWW").

4. KCWW is a Delaware Corporation, with its commercial domicile in Irving, Texas. Generally, KCWW is the worldwide owner of the majority of Kimberly-Clark's intellectual property, employs most of Kimberly-Clark's elected officers and intellectual property lawyers, has a limited number of manufacturing locations, and is responsible for long range research and quality control for Kimberly-Clark.

5. The KCWW elected officers are located in Irving, Texas, Neenah, Wisconsin and Roswell, Georgia, which are its three major administrative sites. No KCWW elected officials are located in New York.

6. KCWW provides manufacturing services at facilities located in Fullerton, California, Everett, Washington, and Ogden, Utah. KCWW also owns the assets of the idle mill located in Mohave, AZ. No KCWW manufacturing facilities are located in New York.

7. KCWW does not own any raw materials, work-in-process or finished goods inventory for any of the goods it manufactures.

8. KCWW does not manufacture, use, sell or offer to sell any product in New York.

9. The KCWW long range research is conducted in the Roswell, Georgia facility. None is conducted in New York.

10. The KCWW quality control is based in Neenah, Wisconsin or Roswell, Georgia. No KCWW quality control personnel are located in New York.

11. The KCWW intellectual property lawyers are located in Neenah, Wisconsin and Roswell, Georgia. None are located in New York.

12. KCWW does not have any physical presence (including offices, employees or inventory) in New York. KCWW does not own or operate any facilities or assets in New York.

13. KCWW is not registered or licensed to do business in New York.

I declare under the penalty of perjury that the foregoing is true and correct.

Dated: 1/02/2008 

Charles Misun